



First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214  
Tel 847 318-7575  
Fax 847 318-7588

RECORDATION NO. 22325-A FILED

VIA UPS NEXT DAY AIR

September 14, 2001

SEP 18 '01 10:48 AM

SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated March 21, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 22325.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Cascade and Columbia River Railroad Co.  
5300 Broken Sound Blvd., NW 2<sup>nd</sup> Floor  
Boca Raton, FL 33487

A description of the railroad equipment covered by the enclosed document is twenty-four (24) 61 foot bulkhead flatcars, with car numbers NOKL 725052-725237, non-inclusive.


A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Cascade and Columbia River Railroad Company, Lessee, covering 24 61 foot bulkhead flatcars, with car numbers NOKL 725052-725237, non-inclusive.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

  
Tiffany Chase-Morrison  
Manager of Documentation

Enclosures

(CSCD019)

ASSIGN. NO.: CSCD019

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21<sup>st</sup> day of March, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of June 15, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 18 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of March 21<sup>st</sup>, 2001 and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]  
Name: R.A. Dombrowski

By: [Signature]  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Title: DIRECTOR OF DOCUMENTATION Executed on this 21<sup>st</sup> day of March, 2001

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

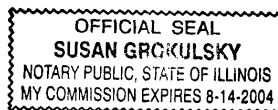
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR, personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21<sup>st</sup> day of March, 2001.

[Signature]  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



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SURFACE TRANSPORTATION BOARD

LESSEE:

CASCADE AND COLUMBIA RIVER  
RAILROAD CO.

ATTEST:

By: David McCloud  
Name: David McCloud  
Title: Manager- Fleet

By: Alfred M. Sauer  
Name: ALFRED M. SAUER  
Title: VP BUSINESS DEVELOPMENT

Executed on this 15<sup>th</sup> day of MARCH, 2001.

[CORPORATE SEAL]

STATE OF FLORIDA

COUNTY OF PALM BEACH

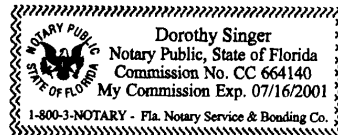
I, DOROTHY SINGER, a Notary Public of the County and State  
aforesaid, certify that ALFRED M. SAUER, personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15<sup>th</sup> day of MARCH, 2001.

Dorothy Singer  
Notary Public

My Commission Expires:

07-16-2001  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Twenty-four (24)

DESCRIPTION OF CARS: 61' Bulkhead Flatcars, 1978-built, 268 GRL

CAR NUMBERS: See below:

NOKL 725052  
NOKL 725053  
NOKL 725054  
NOKL 725055  
NOKL 725056  
NOKL 725058  
NOKL 725059  
NOKL 725060  
NOKL 725061  
NOKL 725223  
NOKL 725224  
NOKL 725225  
NOKL 725226  
NOKL 725227  
NOKL 725228  
NOKL 725229  
NOKL 725230  
NOKL 725231  
NOKL 725232  
NOKL 725233  
NOKL 725234  
NOKL 725235  
NOKL 725236  
NOKL 725237  
Count: 24